

**UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK**

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In re:

CELSIUS NETWORK LLC, et al.,<sup>1</sup>

Debtors.

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)  
) Chapter 11  
)

) Case No. 22-10964 (MG)  
)

) (Jointly Administered)  
)

**SUPPLEMENTAL AFFIDAVIT OF SERVICE**

I, Stephanie Delgado, depose and say that I am employed by Stretto, the claims and noticing agent for the Debtors in the above-captioned cases.

On or before April 20, 2023, at my direction and under my supervision, employees of Stretto caused the following documents to be served via first-class mail on Wilcox, Waylon J at a redacted address, pursuant to USPS forwarding instructions:

- **Notice of Hearing on the Debtors' Motion Seeking Entry of an Order (I) Authorizing the Debtors to Enter into Witness Cooperation Agreements with Certain Current and Former Employees, (II) Authorizing Reimbursement of Past and Future Out-of-Pocket Expenses of Cooperating Witnesses, Including Attorney's Fees, and (III) Granting Related Relief (Docket No. 2147)**
- **Memorandum re: Request to Extend Deadline to Object to Debtors' KEIP Motion (Docket No. 2343)**
- **Order Granting the Debtors' Motion For Bid Protections as Modified (Docket No. 2344)**
- **Third Joint Stipulation and Agreed Order Between the Securities and Exchange Commission and the Debtors to Extend the Deadline for Filing a Nondischargeability Complaint and Proofs of Claim (Docket No. 2346)**
- **Debtors' Statement Regarding Plan Process (Docket No. 2359)**
- **Cash and Coin Report (Docket No. 2361)**
- **Order Discharging Examiner (Docket No. 2364)**
- **Stipulation and Agreed Order Rejecting Terms and Conditions by and Between the Debtors and Chainalysis Inc. (Docket No. 2372)**

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Celsius Network LLC (2148); Celsius KeyFi LLC (4414); Celsius Lending LLC (8417); Celsius Mining LLC (1387); Celsius Network Inc. (1219); Celsius Network Limited (0143); Celsius Networks Lending LLC (3390); and Celsius US Holding LLC (7956). The location of Debtor Celsius Network LLC's principal place of business and the Debtors' service address in these chapter 11 cases is 121 River Street, PH05, Hoboken, New Jersey 07030.

- **Certificate of No Objection to the Second Notice of Proposed Additional Services, Effective as of March 15, 2023, With Respect to the Retention and Employment of Akin Gump Strauss Hauer & Feld LLP, as Special Litigation Counsel for the Debtors and Debtors in Possession** (Docket No. 2383)

Furthermore, on or before April 20, 2023, at my direction and under my supervision, employees of Stretto caused the following documents to be served via first-class mail on the service list attached hereto as Exhibit A, pursuant to USPS forwarding instructions:

- **Notice of Deadline Requiring Submission of Proofs of Claim on or Before January 3, 2023, and Related Procedures for Submitting Proofs of Claim in the Above-Captioned Chapter 11 Cases** (attached hereto as Exhibit B)
- **Official Form 410 Proof of Claim** (attached hereto as Exhibit C)

Furthermore, on or before April 20, 2023, at my direction and under my supervision, employees of Stretto caused the following document to be served via first-class mail on the service list attached hereto as Exhibit D, and one (1) confidential party not included herein, pursuant to USPS forwarding instructions:

- **Notice of Deadline Requiring Submission of Proofs of Claim on or Before January 3, 2023, and Related Procedures for Submitting Proofs of Claim in the Above-Captioned Chapter 11 Cases** (attached hereto as Exhibit B)

Furthermore, on or before April 20, 2023, at my direction and under my supervision, employees of Stretto caused the following document to be served via first-class mail on the service list attached hereto as Exhibit E, pursuant to USPS forwarding instructions:

- **Notice of Auction for the Potential Sale of Certain of the Debtors' Assets Free and Clear of Any and All Claims, Interests, and Encumbrances** (attached hereto as Exhibit F)

Dated: April 25, 2023

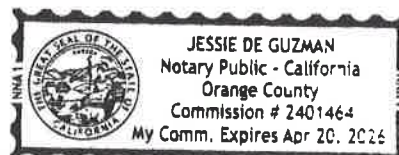
  
Stephanie Delgado

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California, County of Orange

Subscribed and sworn to (or affirmed) before me on this 25<sup>th</sup> day of April, 2023, by Stephanie Delgado, proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature: 



## **Exhibit A**

**Exhibit A**

Served via First-Class Mail

NAME	ADDRESS
ALEC GEORGE KONSTANTIN	ON FILE
CODY COLLINS	ON FILE
GREG SAYLOR	ON FILE
HUNTER LEROY	ON FILE
LE, JOHNNY PHONG	ON FILE
LEILY MCHENRY	ON FILE
MARCO ESCALERA	ON FILE
PAUL STEVENS	ON FILE
ROHAN BHARADWAJ	ON FILE
SANTIAGO VALENTIN GONZALEZ BINGOLA	ON FILE
THOMAS BURNETT	ON FILE
THOMAS SMITH	ON FILE

## **Exhibit B**

Joshua A. Sussberg, P.C.  
**KIRKLAND & ELLIS LLP**  
**KIRKLAND & ELLIS INTERNATIONAL LLP**  
601 Lexington Avenue  
New York, New York 10022  
Telephone: (212) 446-4800  
Facsimile: (212) 446-4900

*Counsel to the Debtors and  
Debtors in Possession*

Patrick J. Nash, Jr., P.C. (admitted *pro hac vice*)  
Ross M. Kwasteniet, P.C. (admitted *pro hac vice*)  
Christopher S. Koenig  
Dan Latona (admitted *pro hac vice*)  
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Chicago, Illinois 60654  
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Facsimile: (312) 862-2200

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:

CELSIUS NETWORK LLC, *et al.*,<sup>1</sup>

Debtors.

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)  
) Chapter 11  
)  
) Case No. 22-10964 (MG)  
)  
) (Jointly Administered)  
)

**NOTICE OF DEADLINE  
REQUIRING SUBMISSION OF PROOFS  
OF CLAIM ON OR BEFORE JANUARY 3, 2023,  
AND RELATED PROCEDURES FOR SUBMITTING PROOFS  
OF CLAIM IN THE ABOVE-CAPTIONED CHAPTER 11 CASES**

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**TO: ALL PERSONS AND ENTITIES WITH CLAIMS AGAINST ANY DEBTOR  
LISTED ON PAGE 2 OF THIS NOTICE IN THE ABOVE-CAPTIONED  
CHAPTER 11 CASES.**

The United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”) has entered an order (the “Bar Date Order”) establishing **5:00 p.m. prevailing Eastern Time on January 3, 2023** (the “General Claims Bar Date”), as the last date for each person or entity<sup>2</sup> (including individuals, partnerships, corporations, joint ventures, and trusts) to submit a Proof of Claim against any of the Debtors listed on page 2 of this notice (collectively, the “Debtors”).

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Celsius Network LLC (2148); Celsius KeyFi LLC (4414); Celsius Lending LLC (8417); Celsius Mining LLC (1387); Celsius Network Inc. (1219); Celsius Network Limited (8554); Celsius Networks Lending LLC (3390); and Celsius US Holding LLC (7956). The location of Debtor Celsius Network LLC’s principal place of business and the Debtors’ service address in these chapter 11 cases is 121 River Street, PH05, Hoboken, New Jersey 07030.

Except for those holders of the claims listed below that are specifically excluded from the General Claims Bar Date submission requirement, the Bar Dates<sup>3</sup> and the procedures set forth below for submitting proofs of claim (each, a “Proof of Claim”) apply to all Claims (defined below) against the Debtors that arose prior to **July 13, 2022** (the “Petition Date”), the date on which the Debtors commenced cases under chapter 11 of the United States Bankruptcy Code, **including parties asserting Claims pursuant to section 503(b)(9) of the Bankruptcy Code (each, a “503(b)(9) Claim”).**<sup>4</sup> In addition, governmental units have until **5:00 p.m. prevailing Eastern Time on January 10, 2023** (the date that is the first business day following 180 days after the order for relief) (the “Governmental Bar Date”), to submit Proofs of Claim.

**A holder of a possible Claim against the Debtors should consult an attorney regarding any matters not covered by this notice, such as whether the holder should submit a Proof of Claim.**

### **Debtors in these Chapter 11 Cases**

Debtor Name	Last Four Digits of Tax Identification Number	Case Number
Celsius Network LLC	2148	22-10964
Celsius KeyFi LLC	4414	22-10967
Celsius Lending LLC	8417	22-10970
Celsius Mining LLC	1387	22-10968
Celsius Network Inc.	1219	22-10965
Celsius Network Limited	8554	22-10966
Celsius Networks Lending LLC	3390	22-10969
Celsius US Holding LLC	7956	22-10971

### **Who Must Submit a Proof of Claim**

You **MUST** submit a Proof of Claim to vote on a chapter 11 plan filed by the Debtors or to share in distributions from the Debtors’ estates if you have a Claim that arose before the Petition Date and it is ***not*** one of the types of Claims described under the heading “Claims for Which Proofs of Claim Need Not Be Filed” below. Claims based on acts or omissions of the Debtors that occurred before the Petition Date must be submitted on or prior to the applicable Bar Date, even if such Claims are not now fixed, liquidated, or certain or did not mature or become fixed, liquidated, or certain before the Petition Date.

<sup>2</sup> As used herein, the term “entity” has the meaning given to it in section 101(15) of title 11 of the United States Code (the “Bankruptcy Code”), and includes all persons, estates, trusts and the United States trustee. Furthermore, the terms “person” and “governmental unit” have the meanings given to them in sections 101(41) and 101(27) of the Bankruptcy Code, respectively.

<sup>3</sup> Defined collectively as the Rejection Bar Date (further defined herein), the General Claims Bar Date, the Supplemental Bar Date (further defined herein), and the Governmental Bar Date.

<sup>4</sup> “503(b)(9) Claims” are Claims on account of goods received by a Debtor within 20 days before the Petition Date, where such goods were sold to the Debtor in the ordinary course of such Debtor’s business. See 11 U.S.C. § 503(b)(9).

Under section 101(5) of the Bankruptcy Code and as used in this notice, “Claim” means: (a) a right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) a right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured.

### **What To Submit**

The Debtors are providing a link to access a Proof of Claim form for use in the cases in an email sent to each Retail Creditor; if your Claim is scheduled by the Debtors, the form sets forth your name, address, and email as it is reflected in the Debtors’ books and records. You will receive a different Proof of Claim form for each Claim scheduled in your name by the Debtors. Retail Creditors will receive one notification, even though Claims may be scheduled at multiple or all Debtors. You may utilize the Proof of Claim form(s) provided by the Debtors to submit your Claim.

Your Proof of Claim form must not contain complete social security numbers or taxpayer identification numbers (only the last four digits), a complete birth date (only the year), the name of a minor (only the minor’s initials) or a financial account number (only the last four digits of such financial account).

Additional Proof of Claim forms may be obtained by contacting the Debtors’ notice and claims agent, Stretto, Inc. (the “Notice and Claims Agent”), by calling 855-423-1530 for callers in the United States or by calling 949-669-5873 for callers outside the United States and/or visiting the Debtors’ restructuring website at: <http://cases.stretto.com/celsius>.

The following procedures for the submission of Proofs of Claim against the Debtors in these chapter 11 cases shall apply:

- a) Each Proof of Claim must: (i) be written in English; (ii) set forth (A) for any Claim based on cryptocurrency(ies) held in an account on the Debtors’ platform, the number of units of each cryptocurrency held in such account<sup>5</sup> and (B) in the case of any other Claim, the amount of such Claim denominated in United States dollars; (iii) conform substantially with the Proof of Claim Form provided by the Debtors or Official Form 410; (iv) be signed or electronically transmitted through the interface available on the Notice and Claims Agent’s website at <http://cases.stretto.com/celsius> by the claimant or by an authorized agent or legal representative of the claimant; and (v) unless otherwise consented to by the Debtors in writing, include supporting documentation unless voluminous, in which

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<sup>5</sup> For the avoidance of doubt, all claims for cryptocurrency held by any holder must clearly state (i) each type of cryptocurrency held and (ii) the number of units of each cryptocurrency held.



case a summary must be attached or an explanation provided as to why documentation is not available.<sup>6</sup>

- b) In addition to the requirements set forth in (a) above, any Proof of Claim asserting a 503(b)(9) Claim must also: (i) include the value of the goods delivered to and received by the Debtors in the 20 days prior to the Petition Date; (ii) attach any documentation identifying the particular invoices for which the 503(b)(9) Claim is being asserted; (iii) attach documentation of any reclamation demand made to any Debtor under section 546(c) of the Bankruptcy Code (if applicable); and (iv) set forth whether any portion of the 503(b)(9) Claim was satisfied by payments made by the Debtors pursuant to any order of the Bankruptcy Court authorizing the Debtors to pay prepetition Claims.
- c) Parties who wish to receive proof of receipt of their Proofs of Claim from the Notice and Claims Agent must also include with their Proof of Claim a copy of their Proof of Claim and a self-addressed, stamped envelope.
- d) Each Proof of Claim must specify by name and case number the Debtor against which the Claim is submitted by checking the applicable box at the top of the proposed Proof of Claim Form. Each Proof of Claim will include the option to submit Claims against "All Debtors." A Proof of Claim submitted under Case No. 22 10964 or that does not identify a Debtor will be deemed as submitted only against Celsius Network LLC. A Proof of Claim that names a subsidiary Debtor but is submitted under Case No. 22 10964 will be treated as having been submitted against the subsidiary Debtor with a notation that a discrepancy in the submission exists.
- e) If the holder asserts separate Claims against different Debtors, a separate Proof of Claim form must be submitted with respect to each Claim; *provided* that a claim that indicates it is filed against each Debtor by checking the box titled "All Debtors (Account Holder Claim)" shall be deemed to have been filed against each Debtor without the need to file additional claims.
- f) The applicable terms of use governing the business relationship between the Debtors and their account holders are between each account holder, on the one hand, and Celsius Network LLC and

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<sup>6</sup> Supporting documentation may include, but is not limited to, a .csv report of the claimants' account with the Debtors.

its “Affiliates,” on the other hand (as defined in the terms of use). This may mean that account holders have claims against every Debtor and non-Debtor entity in the Debtors’ corporate structure. The Debtors understand that certain parties in interest, including certain holders of the Series B Preferred Shares issued by Celsius Network Limited, intend to argue that account holders have claims solely against Celsius Network LLC. The Debtors expect that this legal issue will be resolved by the Court in the near term, either through a to-be-commenced adversary proceeding, a claims objection, or other litigation (the “Account Holder Claim Ruling”). Indeed, the Debtors have filed proposed procedures to address this legal issue at Dkt. No. 1338, and upon entry of an order approving such procedures, the Debtors shall provide notice thereof to all account holders.

- g) Pursuant to Bankruptcy Rule 3003(c)(2), if a claim is scheduled as contingent, unliquidated, or disputed, a creditor must file a Proof of Claim in order to preserve rights with respect to such Claim. The Debtors have scheduled account holder Claims at each Debtor Entity and have not scheduled any such Claim as contingent, unliquidated, or disputed. The Debtors believe that scheduling any such Claims as contingent, unliquidated, or disputed would inequitably require each account holder to file a Proof of Claim against each Debtor Entity to preserve the rights to the issues to be decided through the Account Holder Claim Ruling. For the avoidance of doubt, it is not the intent of the Debtors to create any presumption that account holders have Claims against each Debtor entity, as that issue is disputed by certain holders of the Series B Preferred Shares issued by Celsius Network Limited, and no creditor or other party should rely on the fact that the account holder claims are scheduled at each Debtor entity as dispositive as to this legal issue, which will be decided in the Account Holder Claim Ruling. To the extent the Court enters a final and non-appealable order with respect to the Account Holder Claim Ruling, the Debtors intend to amend the Schedules to the extent required by such ruling. At this time, to the extent an account holder agrees with the amount of their claim provided in the Schedules, there is no need to file an additional Proof of Claim to ensure that such Claim is asserted against each Debtor Entity. For the avoidance of doubt, nothing contained herein is intended as, or should be construed as, an admission or stipulation of the validity of any claim against any Debtor, any assertion made therein or herein, or a waiver of any Debtor’s rights to dispute any claim or assert any cause of action or defense against any party.

- h) Receipt of Service: Any claimant wishing to receive acknowledgment that Stretto received its Proof of Claim must submit (i) a copy of the Proof of Claim Form (in addition to the original Proof of Claim Form sent to Stretto) and (ii) a self-addressed, stamped envelope.

**When and Where To Submit**

Each Proof of Claim, including supporting documentation, must be submitted so that the Notice and Claims Agent ***actually receives*** the Proof of Claim on or before the applicable Bar Date by: (i) electronically using the interface available on the Notice and Claims Agent's website at <https://cases.stretto.com/celsius>, or (ii) first-class U.S. Mail, overnight mail, or other hand-delivery system, which Proof of Claim must include an ***original*** signature, at the following address: Celsius Claims Processing, c/o Stretto, 410 Exchange, Suite 100, Irvine, CA 92602.

**PROOFS OF CLAIM MUST BE SUBMITTED BY MAIL, BY HAND, OR THROUGH THE STRETTO WEBSITE. PROOFS OF CLAIM SUBMITTED BY FACSIMILE OR ELECTRONIC MAIL WILL NOT BE ACCEPTED AND WILL NOT BE DEEMED TIMELY SUBMITTED.**

**Claims for Which Proofs of Claim Need Not Be Filed**

Persons or entities need ***not*** submit a Proof of Claim on behalf of a Claim in these chapter 11 cases on or prior to the applicable Bar Date if the Claim falls into one of the following categories:

- a) any Claim that has already been asserted in a Proof of Claim against the Debtors with the clerk of the Bankruptcy Court for the Southern District of New York in a form substantially similar to Official Bankruptcy Form No. 410 (unless such person or entity wishes to assert the Claim against a Debtor not identified in the prior Proof of Claim, in which case an additional Proof of Claim must be filed);
- b) any Claim that is listed on the Schedules filed by the Debtors, provided that (i) the Claim is not scheduled as "disputed," "contingent," or "unliquidated"; (ii) the claimant does not disagree with the amount, nature, and priority of the Claim as set forth in the Schedules; and (iii) the claimant does not dispute that the Claim is an obligation only of the specific Debtor against which the Claim is listed in the Schedules;
- c) any Claim that has previously been allowed by order of this Court;
- d) any Claim that has already been paid in full by any of the Debtors;

- e) any Claim for which a different deadline has previously been fixed by this Court;
- f) any Claim held by a Debtor against another Debtor or any of the non-Debtor subsidiaries (whether direct or indirect) of Celsius Network, Inc.;
- g) any Claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an expense of administration incurred in the ordinary course, provided that any person or entity asserting a Claim entitled to administrative expense status under section 503(b)(9) of the Bankruptcy Code must assert such Claim by filing a request for payment or a Proof of Claim on or prior to the General Claims Bar Date;
- h) any Claim based on an equity interest in the Debtors;
- i) any Claim held by a current employee of the Debtors if an order of the Court authorizes the Debtors to honor such Claim in the ordinary course of business as a wage, commission, or benefit; any current or former employee must submit a Proof of Claim by the General Claims Bar Date for all other Claims arising before the Petition Date, including Claims for wrongful termination, discrimination, harassment, hostile work environment, and retaliation;
- j) any Claim held by a current officer or director for indemnification, contribution, or reimbursement;
- k) any Claim for fees and expenses of professionals retained in these chapter 11 cases, including those retained pursuant to the *Order Authorizing the Retention and Compensation of Professionals Utilized in the Ordinary Course of Business* [Docket No. 519]; and
- l) any Claim held by any person or entity solely against a non Debtor entity.

THIS NOTICE IS BEING SENT TO MANY PERSONS AND ENTITIES THAT HAVE HAD SOME RELATIONSHIP WITH OR HAVE DONE BUSINESS WITH THE DEBTORS BUT MAY NOT HAVE AN UNPAID CLAIM AGAINST THE DEBTORS. THE FACT THAT YOU HAVE RECEIVED THIS NOTICE DOES NOT MEAN THAT YOU HAVE A CLAIM OR THAT THE DEBTORS OR THE BANKRUPTCY COURT BELIEVE THAT YOU HAVE ANY CLAIM.

### **Executory Contracts and Unexpired Leases**

If you have a Claim arising from the rejection of an executory contract or unexpired lease, you must submit your Proof of Claim based on such rejection on or before the later of (a) the General Claims Bar Date and (b) any date the Bankruptcy Court may fix in the applicable order authorizing such rejection and, if no such date is provided, 30 days from the date of entry of such order (the “Rejection Bar Date”). The Debtors will provide notice of the Rejection Bar Date to the contract or lease counterparty whose contract or lease is being rejected at the time the Debtors reject any executory contract or unexpired lease.

### **Supplemental Bar Date**

In the event the Debtors amend or supplement their Schedules, the Debtors shall give notice of any such amendment to the holders of any Claim affected thereby, and such holders shall be afforded at least 35 days from the date on which such notice is given to submit a Proof of Claim with respect to such amended Claim (any such date, a “Supplemental Bar Date”) or be forever barred from doing so.

### **The Debtors’ Schedules and Access Thereto**

You may be listed as the holder of a Claim against one or more of the Debtors in the Debtors’ Schedules of Assets and Liabilities and/or Schedules of Executory Contracts and Unexpired Leases (collectively, the “Schedules”).

Copies of the Debtors’ Schedules are available: (a) from the Notice and Claims Agent by calling 855-423-1530 for callers in the United States or by calling 949-669-5873 for callers outside the United States and/or visiting the Debtors’ restructuring website at: <http://cases.stretto.com/celsius>; (b) by written request to Debtors’ counsel at the address and telephone number set forth below; and/or (c) for inspection on the Bankruptcy Court’s Internet Website at <http://ecf.nysb.uscourts.gov>. A login and password to the Bankruptcy Court’s Public Access to Electronic Court Records are required to access this information and can be obtained at <http://www.pacer.psc.uscourts.gov>. Copies of the Schedules may also be examined between the hours of 8:30 a.m. and 4:00 p.m., Monday through Friday, at the Office of the Clerk of the Bankruptcy Court, One Bowling Green, New York, New York 10004.

If you rely on the Debtors’ Schedules, it is your responsibility to determine that the Claim is accurately listed in the Schedules.

As set forth above, if you agree with the nature, amount, and classification of your Claim as listed in the Debtors’ Schedules, and if you do not dispute that your Claim is only against the Debtor specified by the Debtors, and if your Claim is **not** described as “disputed,” “contingent,” or “unliquidated,” **you need not submit a Proof of Claim**. Otherwise, or if you decide to submit a Proof of Claim, you must do so before the applicable Bar Date in accordance with the procedures set forth in this notice.

**Please note that if you believe that you have a Claim or Claims against one or more Debtors separate and apart from the return of your cryptocurrency set forth on the Debtors’ Schedules, you are required to submit such Claim or Claims by the applicable Bar Date.**

**Reservation of Rights**

Nothing contained in this Bar Date Notice is intended, or should be construed, as a waiver of the Debtors' right to: (a) dispute, or assert offsets or defenses against, any submitted Proof of Claim or any claim listed or reflected in the Schedules as to the nature, amount, liability, or classification of such claims; (b) subsequently designate any scheduled claim as disputed, contingent, or unliquidated; and (c) otherwise amend or supplement the Schedules.

**Consequences of Failure to Submit a Proof of Claim by the Applicable Bar Date**

ANY HOLDER OF A CLAIM THAT IS NOT LISTED IN THIS NOTICE AS A CLAIM EXCEPTED FROM THE REQUIREMENTS OF THE BAR DATE ORDER AND THAT FAILS TO TIMELY SUBMIT A PROOF OF CLAIM IN THE APPROPRIATE FORM WILL BE FOREVER BARRED, ESTOPPED, AND ENJOINED FROM (1) ASSERTING SUCH CLAIM AGAINST THE DEBTORS AND THEIR CHAPTER 11 ESTATES, (2) VOTING ON ANY CHAPTER 11 PLAN OF REORGANIZATION FILED IN THESE CASES ON ACCOUNT OF SUCH CLAIM, AND (3) PARTICIPATING IN ANY DISTRIBUTION IN THE DEBTORS' CHAPTER 11 CASES ON ACCOUNT OF SUCH CLAIM.

*[Remainder of page intentionally left blank]*

**BY ORDER OF THE COURT**

New York, New York  
Dated: November 16, 2022

/s/ Joshua A. Sussberg

**KIRKLAND & ELLIS LLP**

**KIRKLAND & ELLIS INTERNATIONAL LLP**

Joshua A. Sussberg, P.C.

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- and -

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chris.koenig@kirkland.com

dan.latona@kirkland.com

*Counsel to the Debtors and*

*Debtors in Possession*

## **Exhibit C**



**Fill in this information to identify the case:**

Name of Debtor & Case Number:

- |  |  |
|--|--|
| <input type="checkbox"/> All Debtors (Account Holder Claim)          | <input type="checkbox"/> Celsius Mining LLC (Case No. 22-10968)            |
| <input type="checkbox"/> Celsius Network, LLC (Case No. 22-10964)    | <input type="checkbox"/> Celsius Lending Networks, LLC (Case No. 22-10969) |
| <input type="checkbox"/> Celsius Network Inc. (Case No. 22-10965)    | <input type="checkbox"/> Celsius Lending LLC (Case No. 22-10970)           |
| <input type="checkbox"/> Celsius Network Limited (Case No. 22-10966) | <input type="checkbox"/> Celsius US Holding LLC (Case No. 22-10971)        |
| <input type="checkbox"/> Celsius KeyFi LLC (Case No. 22-10967)       |  |

**United States Bankruptcy Court for the Southern District of New York**

Official Form 410

**Proof of Claim**

04/22

**Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Do not use this form to make a request for payment of an administrative expense. Make such a request according to 11 U.S.C. § 503.**

**Filers must leave out or redact** information that is entitled to privacy on this form or on any attached documents. Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. **Do not send original documents;** they may be destroyed after scanning. If the documents are not available, explain in an attachment.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

**Fill in all the information about the claim as of the date the case was filed. That date is on the notice of bankruptcy (Form 309) that you received.**

**Part 1: Identify the Claim**

1. Who is the current creditor?

\_\_\_\_\_  
Name of the current creditor (the person or entity to be paid for this claim)

Other names the creditor used with the debtor \_\_\_\_\_

2. Has this claim been acquired from someone else?

- ☐ No  
☐ Yes. From whom? \_\_\_\_\_

3. Where should notices and payments to the creditor be sent?

Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)

**Where should notices to the creditor be sent?**

\_\_\_\_\_  
Name

\_\_\_\_\_  
Number Street

\_\_\_\_\_  
City State ZIP Code

Contact phone \_\_\_\_\_

Contact email \_\_\_\_\_

**Where should payments to the creditor be sent? (if different)**

\_\_\_\_\_  
Name

\_\_\_\_\_  
Number Street

\_\_\_\_\_  
City State ZIP Code

Contact phone \_\_\_\_\_

Contact email \_\_\_\_\_

Uniform claim identifier for electronic payments in chapter 13 (if you use one):

\_\_\_\_\_

4. Does this claim amend one already filed?

- ☐ No  
☐ Yes. Claim number on court claims registry (if known) \_\_\_\_\_ Filed on \_\_\_\_\_  
MM / DD / YYYY

5. Do you know if anyone else has filed a proof of claim for this claim?

- ☐ No  
☐ Yes. Who made the earlier filing? \_\_\_\_\_

**Part 2: Give Information About the Claim as of the Date the Case Was Filed**

6. Do you have any number you use to identify the debtor? ☐ No  
☐ Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor: \_\_\_\_ \_\_\_\_ \_\_\_\_ \_\_\_\_

7. List the number of each type of asset held in each type of account as of the date the case was filed.

Coin	Earn	Withhold	Custody	Collateral on Loan Receivable
1inch Network (1INCH)				
3pool Curve (3CRV)				
AAVE (AAVE)				
Arable Protocol (ACRE)				
Cardano (ADA)				
Alchemix (ALCX)				
MyNeighborAlice (ALICE)				
Alchemix USD (aIUSD)				
Ampleforth (AMPL)				
Anchor Protocol (ANC)				
Angle (ANGLE)				
Ankr (ANKR)				
Star Atlas (ATLAS)				
AnchorUST (aUST)				
Avalanche (AVAX)				
Badger DAO (BADGER)				
Balancer (BAL)				
Basic Attention Token (BAT)				
bBADGER (bBADGER)				
Bitcoin Cash (BCH)				
bDIGG (bDIGG)				
Beacon ETH (BETH)				
Lido Bonded LUNA (BLUNA)				
BNB (BNB)				
Bancor (BNT)				
Boba Network (BOBA)				
BarnBridge (BOND)				
Bone ShibaSwap (BONE)				
SpookySwap (BOO)				
BoringDAO (BOR)				
BoringDAO (BORING)				
Bitcoin SV (BSV)				
Bozkurt Token (BT)				
Bitcoin (BTC)				
Bitcoin Gold (BTG)				
Binance USD (BUSD)				
Celsius (CEL)				
CreaEther (CETH)				
Compound (COMP)				
Cream Finance (CREAM)				
Curve Dao Token (CRV)				
Convex Finance (CVX)				
Convex CRV (CVXCRV)				
cxADA (cxADA)				
cxBTC (cxBTC)				
cxDOGE (cxDOGE)				
cxETH (cxETH)				
Dash (DASH)				
DePay (DEPAY)				

DIGG (DIGG)				
Dogecoin (DOGE)				
Polkadot (DOT)				
DQUICK (DQUICK)				
Eos (EOS)				
Ellipsis (EPS)				
Ethereum Classic (ETC)				
Ethereum (ETH)				
STASIS EURO (EURS)				
Harvest Finance (FARM)				
Fei USD (FEI)				
StaFi (FIS)				
Falcon Project (FNT)				
Frax (FRAX)				
Fantom (FTM)				
FTX Token (FTT)				
Gemini Dollar (GUSD)				
H2O DAO (H2O)				
Hermez Network (HEZ)				
ICHI (ICHI)				
JOE (JOE)				
Kin (KIN)				
Kyber Network (KNC)				
Lido DAO (LDO)				
ChainLink (LINK)				
Livepeer (LPT)				
Liquity (LQTY)				
Loopring (LRC)				
Litecoin (LTC)				
Terra Luna (LUNA)				
Liquity USD (LUSD)				
LUSD Curve (LUSD Curve)				
Decentraland (MANA)				
Polygon (MATIC)				
Multi-Collateral DAI (MCDAI)				
MegaElfLand (MELT)				
Mimatic (MIMATIC)				
Maker (MKR)				
Maple (MPL)				
Marinade Staked SOL (MSOL)				
Notional Finance (NOTE)				
NXM (NXM)				
OMG Network (OMG)				
ownix (ONX)				
Orbs (ORBS)				
Origin Dollar (OUSD)				
PAX (PAX)				
PAX Gold (PAXG)				
Pickle Finance (PICKLE)				
pNetwork (PNT)				
Star Atlas DAO (POLIS)				
BENQI (QI)				
Qredo (QRDO)				
QuickSwap (QUICK)				
Rai Reflex Index (RAI)				
Raydium (RAY)				
Ren (REN)				
THORChain (RUNE)				
BENQI Liquid Staked AVAX (SAVAX)				

Saga (SGA)				
Songbird (SGB)				
Sogur (SGR)				
Synthetic (SNX)				
Solana (SOL)				
SparkLab (SPARK)				
Serum (SRM)				
Stable/cash (Stable/cash)				
Lido Staked ETH (STETH)				
Lido Staked LUNA (STLUNA)				
sUSD (sUSD)				
SushiSwap (SUSHI)				
TrueAUD (TAUD)				
tBTC (TBTC)				
TrueCAD (TCAD)				
TrueGBP (TGBP)				
TrueHKD (THKD)				
TrueFi (TRU)				
TrueUSD (TUSD)				
UMA (UMA)				
Uniswap (UNI)				
US Dollar (USD)				
USD Coin (USDC)				
Tether (USDT)				
USDT ERC20 (USDT ERC20)				
Unslashed Finance (USF)				
Ultra Salescloud (UST)				
Bancor Governance Token (vBNT)				
Vesper (VSP)				
Wrapped Bitcoin (WBTC)				
Wrapped DLG (WDGLD)				
WETH (WETH)				
Wrapped Fantom (WFTM)				
Wrapped Matic (WMATIC)				
XAUT (XAUT)				
eCash (XEC)				
Stellar Lumens (XLM)				
Ripple (XRP)				
Tezos (XTZ)				
yearn.finance (YFI)				
YF Link (YFL)				
YUSD Stablecoin (YUSD)				
yveCRV-DAO (yveCRV-DAO)				
Zcash (ZEC)				
0x (ZRX)				
ZUSD (ZUSD)				
Other:				

Does this amount include interest or other charges?

☐ No

☐ Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).

8. What is the basis of the claim?

Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card.

Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c).

Limit disclosing information that is entitled to privacy, such as health care information.

<b>9. Is all or part of the claim secured?</b>	<input type="checkbox"/> No <input type="checkbox"/> Yes. The claim is secured by a lien on property.  <b>Nature of property:</b> <input type="checkbox"/> Real estate. If the claim is secured by the debtor's principal residence, file a <i>Mortgage Proof of Claim Attachment</i> (Official Form 410-A) with this <i>Proof of Claim</i> . <input type="checkbox"/> Motor vehicle <input type="checkbox"/> Other. Describe: _____  <b>Basis for perfection:</b> _____ Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.)  <b>Value of property:</b> \$ _____ <b>Amount of the claim that is secured:</b> \$ _____ <b>Amount of the claim that is unsecured:</b> \$ _____ (The sum of the secured and unsecured amounts should match the amount in line 7.)  <b>Amount necessary to cure any default as of the date of the petition:</b> \$ _____  <b>Annual Interest Rate</b> (when case was filed) _____ % <input type="checkbox"/> Fixed <input type="checkbox"/> Variable
<b>10. Is this claim based on a lease?</b>	<input type="checkbox"/> No <input type="checkbox"/> Yes. <b>Amount necessary to cure any default as of the date of the petition.</b> \$ _____
<b>11. Is this claim subject to a right of setoff?</b>	<input type="checkbox"/> No <input type="checkbox"/> Yes. Identify the property: _____
<b>12. Is all or part of the claim entitled to priority under 11 U.S.C. § 507(a)?</b>  A claim may be partly priority and partly nonpriority. For example, in some categories, the law limits the amount entitled to priority.	<div style="display: flex; justify-content: space-between;"> <div style="width: 75%;"> <input type="checkbox"/> No  <input type="checkbox"/> Yes. <i>Check one:</i>  <input type="checkbox"/> Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).  <input type="checkbox"/> Up to \$3,350* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7).  <input type="checkbox"/> Wages, salaries, or commissions (up to \$15,150*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4).  <input type="checkbox"/> Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8).  <input type="checkbox"/> Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5).  <input type="checkbox"/> Other. Specify subsection of 11 U.S.C. § 507(a)( ) that applies.           </div> <div style="width: 20%; text-align: right; font-weight: bold; background-color: #f2f2f2; padding: 2px;">             Amount entitled to priority           </div> </div> <div style="margin-top: 10px;"> <div style="display: flex; justify-content: space-between;"> <span>\$ _____</span> </div> <div style="display: flex; justify-content: space-between;"> <span>\$ _____</span> </div> <div style="display: flex; justify-content: space-between;"> <span>\$ _____</span> </div> <div style="display: flex; justify-content: space-between;"> <span>\$ _____</span> </div> <div style="display: flex; justify-content: space-between;"> <span>\$ _____</span> </div> <div style="display: flex; justify-content: space-between;"> <span>\$ _____</span> </div> </div> <div style="margin-top: 10px; font-size: small;">       * Amounts are subject to adjustment on 4/01/25 and every 3 years after that for cases begun on or after the date of adjustment.     </div>

**Part 3: Sign Below**

**The person completing this proof of claim must sign and date it. FRBP 9011(b).**

If you file this claim electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what a signature is.

**A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.**

*Check the appropriate box:*

- ☐ I am the creditor.  
☐ I am the creditor's attorney or authorized agent.  
☐ I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.  
☐ I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

I understand that an authorized signature on this *Proof of Claim* serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

I have examined the information in this *Proof of Claim* and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on date \_\_\_\_\_  
MM / DD / YYYY

\_\_\_\_\_  
Signature

**Print the name of the person who is completing and signing this claim:**

Name \_\_\_\_\_  
First name Middle name Last name

Title \_\_\_\_\_

Company \_\_\_\_\_  
Identify the corporate servicer as the company if the authorized agent is a servicer.

Address \_\_\_\_\_  
Number Street

\_\_\_\_\_  
City State ZIP Code

Contact phone \_\_\_\_\_ Email \_\_\_\_\_

## **Exhibit D**

**Exhibit D**

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NAME	ADDRESS	CITY	STATE	ZIP
ABIGAIL L GRABOW	ON FILE			
ADAM HOLT	ON FILE			
ADAM RENARD BURTON	ON FILE			
ADEOLA ARO	ON FILE			
ADITYA GOYAL	ON FILE			
ADITYA SHENOY	ON FILE			
ADRIAN HERNANDEZ	ON FILE			
ADRIAN WILLIAMS	ON FILE			
ADRIANA MOLINA	ON FILE			
ALAN KEITH WUNSCHER	ON FILE			
ALEC RICARDO LOPEZ	ON FILE			
ALEX MITCHELL	ON FILE			
ALI ABIBA	ON FILE			
ALI SHAHROOZ	ON FILE			
AMARPAL BANGER	ON FILE			
AMBERLY BROWN	ON FILE			
ANDREA BRAINARD	ON FILE			
ANDREW AU	ON FILE			
ANDREW DORAN	ON FILE			
ANDREW PAPPAS	ON FILE			
ANDREW PAUL	ON FILE			
ANDREW SOLUK	ON FILE			
ANDREW STUBBLEFIELD	ON FILE			
ANTHONY CALDERONE	ON FILE			
ANTHONY EPIE	ON FILE			
ANTHONY GOLEMBRESKI	ON FILE			
ANTHONY SEBASTIAN	ON FILE			
ANUJ GUPTA	ON FILE			
ANURAG KATARE	ON FILE			
ARKABANDHU CHOWDHURY	ON FILE			
BARTON THIEL	ON FILE			
BEN CONOVER	ON FILE			
BEN HANESTAD	ON FILE			
BENJAMIN DONALDSON	ON FILE			
BENJAMIN JACOB MOORE	ON FILE			
BERNIE KUAN	ON FILE			
BETTY LINDSTROM	ON FILE			
BEVERLY MCIVER	ON FILE			



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NAME	ADDRESS	CITY	STATE	ZIP
BLAIR LOVIG	ON FILE			
BLAKE CLEMMONS	ON FILE			
BRADEN SCHRUPP	ON FILE			
BRADLEY QUARLES	ON FILE			
BRADLEY SCHAUER	ON FILE			
BRAEDAN FITZGERALD	ON FILE			
BRANDON SACK	ON FILE			
BRENDON ROSE	ON FILE			
BRIAN ARPAIO	ON FILE			
BRIAN AUGE	ON FILE			
BRIAN CROCKER	ON FILE			
BRIAN VANSLYKE	ON FILE			
BRIANA BROWN	ON FILE			
BRIANA EVELYN RISTAU	ON FILE			
BRODIE SMITH	ON FILE			
BRYAN HIRZEL	ON FILE			
BRYAN PEDLER	ON FILE			
BRYAN SUTTON	ON FILE			
BRYANT ROY	ON FILE			
CALEB ANDREW HILL	ON FILE			
CALIN PITZ	ON FILE			
CAM SMITH	ON FILE			
CAMELA BRASWELL	ON FILE			
CAREY SHAO	ON FILE			
CASEY CLIFTON	ON FILE			
CELINA CUEVAS	ON FILE			
CHAD LUDLOW	ON FILE			
CHARLES REPOMONTO	ON FILE			
CHASE GAREAU	ON FILE			
CHRIS CARTMILL	ON FILE			
CHRIS CRIVELLO	ON FILE			
CHRIS MARTELL	ON FILE			
CHRIS WEINDORF	ON FILE			
CHRISTOPHER A VAUGHAN	ON FILE			
CHRISTOPHER GREGORY BENNETT	ON FILE			
CHRISTOPHER HEIMBURGER	ON FILE			
CHRISTOPHER KNOX	ON FILE			
CHRISTOPHER LEON INMAN	ON FILE			

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NAME	ADDRESS	CITY	STATE	ZIP
CHRISTOPHER SUKOVICH	ON FILE			
CHRISTOPHER WALTON	ON FILE			
CODY HEISER	ON FILE			
COLTEN L HICKS	ON FILE			
COURTNEY CAROLINE JOHNS	ON FILE			
CRAIG DIGIOVANNI	ON FILE			
CYNTHIA LYON	ON FILE			
DAISY CASTRO	ON FILE			
DALE JUMPP	ON FILE			
DAN HERGENREDER	ON FILE			
DAN UYEMURA	ON FILE			
DANIEL CERRITO	ON FILE			
DANIEL CHANG	ON FILE			
DANIEL HARRIS	ON FILE			
DANIEL HENNESSY	ON FILE			
DANIEL MIK	ON FILE			
DANIEL OSBORNE	ON FILE			
DANIEL SEITZ	ON FILE			
DAVE SANDERS	ON FILE			
DAVID CLARK	ON FILE			
DAVID KILLE	ON FILE			
DAVID MAIER	ON FILE			
DAVID MCDONALD	ON FILE			
DAVID OLIVARES	ON FILE			
DAVID PRIMUS	ON FILE			
DAVID SCHOENBERG	ON FILE			
DEAN COOK	ON FILE			
DEBORAH COOL	ON FILE			
DENIS MITTAKARIN	ON FILE			
DENIS O ZUEV	ON FILE			
DEREK HEIL	ON FILE			
DEREK LAWSON	ON FILE			
DESI DRAWS	ON FILE			
DEVER CARRISON	ON FILE			
DEVIN ADAMS	ON FILE			
DEVIN MORELL	ON FILE			
DI SHENG LEE	ON FILE			
DOINA DIOSAN	ON FILE			

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NAME	ADDRESS	CITY	STATE	ZIP
DONNIE JOE FLETCHER	ON FILE			
DRAGAN IVANOVIC	ON FILE			
DREW LEATHERMAN	ON FILE			
DRINA BAPTISTE	ON FILE			
DULUXAN SRITHARAN	ON FILE			
DYLAN FLOR	ON FILE			
EDUARDO SUAREZ	ON FILE			
EDWARD KOWALUK	ON FILE			
EDWIN TREJO	ON FILE			
ELIZABETH MCLEAN	ON FILE			
ELLIOT SHINE	ON FILE			
ELLIOT YOUNG	ON FILE			
EMMA FLORES	ON FILE			
ERIC FETT	ON FILE			
ERIC KAZEE	ON FILE			
ERIK BRADEN	ON FILE			
ETHAN GERRITS	ON FILE			
ETHAN H TSAI	ON FILE			
EVGENII DOKUMENTOV	ON FILE			
EZEKIAL KOLHOFF	ON FILE			
FAIZ KHAN	ON FILE			
FEI WU	ON FILE			
FELICE SACCO	ON FILE			
FRAN GUTIERREZ	ON FILE			
FRANCIS DOAN	ON FILE			
FREDERICK BORGES	ON FILE			
GABRIELA RACHAL	ON FILE			
GABRIELLE DURR	ON FILE			
GAL SHENAR	ON FILE			
GAMALIEL MANRIQUEZ	ON FILE			
GARETH ALMBERG	ON FILE			
GAURAV VYAS	ON FILE			
GEMA ROBLES	ON FILE			
GIL EYAL	ON FILE			
GLEB CHEMBORISOV	ON FILE			
GLENDON JEREMIAH MARTIN	ON FILE			
GRANT FRAZIER	ON FILE			
GUILHERME RAMOS	ON FILE			

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NAME	ADDRESS	CITY	STATE	ZIP
HANNAH LANDES	ON FILE			
HANNAH ROSE LEHMAN	ON FILE			
HAO NGO	ON FILE			
HASSAN REZAKHANY	ON FILE			
HEHMEYER LLC	ON FILE			
HEIDI SLOANE	ON FILE			
HOLLY RIEGER	ON FILE			
ILLANSY RUIZ	ON FILE			
IRINA BODE	ON FILE			
ISAAC PIEPER	ON FILE			
ISAAC SLIPEK	ON FILE			
IYAD KUWATLY	ON FILE			
JAAMEL ALLEN	ON FILE			
JAAMEL MANGUM	ON FILE			
JACE MCDOWN	ON FILE			
JACOB HAMILTON	ON FILE			
JACOB KALAWAIANUI PIHO	ON FILE			
JACOB LONDONO	ON FILE			
JACOB NYHART	ON FILE			
JACOB OSBORN	ON FILE			
JACOB SHELDON	ON FILE			
JAGGER OWCA	ON FILE			
JAKE TOOLE	ON FILE			
JAMEL RICHARDSON	ON FILE			
JAMES DEEN	ON FILE			
JAMES DILLER	ON FILE			
JAMES HAMET	ON FILE			
JAMES LOHMAN	ON FILE			
JAMES MCKNIGHT	ON FILE			
JAMIE CROWLEY	ON FILE			
JAMISON FURR	ON FILE			
JARROD WEST	ON FILE			
JASMINA GROMILIC	ON FILE			
JASON ANSLEY	ON FILE			
JASON BROWN	ON FILE			
JASON KERSEY	ON FILE			
JASON LOWERY	ON FILE			
JASON ZUCKER	ON FILE			

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NAME	ADDRESS	CITY	STATE	ZIP
JAVED SAHADAT	ON FILE			
JAY PATEL	ON FILE			
JEFFREY BRUCE BENNETT	ON FILE			
JEFFREY CARENBAUER	ON FILE			
JEFFREY GOODWIN	ON FILE			
JEREMY PETERSON	ON FILE			
JERIEL SCHENCK	ON FILE			
JERÓNIMO TREVINO DE HOYOS	ON FILE			
JERRELL BLAKE	ON FILE			
JESSE SPAUSE	ON FILE			
JESSICA WINTERGRASS	ON FILE			
JEVONN BROWN	ON FILE			
JODIE HARMON	ON FILE			
JOE BRENCE	ON FILE			
JOE MURPHY	ON FILE			
JOHANN MONTAS	ON FILE			
JOHN CAZA	ON FILE			
JOHN CUNEO	ON FILE			
JOHN FOBERG	ON FILE			
JOHN MCALLISTER	ON FILE			
JOHN SOLLENBARGER	ON FILE			
JOHN SPILLANE	ON FILE			
JOHNNY HU	ON FILE			
JON BRODSTON	ON FILE			
JONATHAN CIMINO	ON FILE			
JONATHAN GILLESPIE	ON FILE			
JONATHAN MCCUNE	ON FILE			
JORDAN STEPHENS	ON FILE			
JORGE JIMENEZ	ON FILE			
JOSE RUIZ	ON FILE			
JOSEPH BUTLER	ON FILE			
JOSEPH HASTINGS	ON FILE			
JOSEPH MIDJETTE	ON FILE			
JOSEPH NEIL ROONEY	ON FILE			
JOSEPH ROBERT ALREAD	ON FILE			
JOSEPH WELKE	ON FILE			
JOSH STRULETZ	ON FILE			
JOSHUA FOSTER	ON FILE			

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NAME	ADDRESS	CITY	STATE	ZIP
JOSHUA KLAASSEN	ON FILE			
JOSHUA LINDAU	ON FILE			
JOSHUA PALMIERI	ON FILE			
JUAN GERARDO PALACIOS ACEVES	ON FILE			
JUAN REYES	ON FILE			
JUERGEN SCHREITMUELLER	ON FILE			
JULIE XIA	ON FILE			
JULIO TEJADA RIVERA	ON FILE			
JUSTIN ROGOWAY	ON FILE			
JUSTIN SABATINO	ON FILE			
JUSTIN YOON	ON FILE			
KALIDE ENDALE	ON FILE			
KARNIK KARABETIAN	ON FILE			
KAYLA REED	ON FILE			
KEITH VETTER	ON FILE			
KHAZAR MERGHATI KHOEI	ON FILE			
KHEMET OSBORNE	ON FILE			
KIRTESH RAUT	ON FILE			
KRISTIN APONTE	ON FILE			
KYLE NOORDHOEK	ON FILE			
KYLE STAMBLER	ON FILE			
KYLE ZIGMAND	ON FILE			
LAUREN PRATT	ON FILE			
LAWRENCE MANNING	ON FILE			
LAWSON SMITH	ON FILE			
LIGIA DAMBI	ON FILE			
LISSETTE DELGADO	ON FILE			
LOGAN LUKE PARKER	ON FILE			
LOUIS FORNAGE	ON FILE			
LOUIS ROMAS JR	ON FILE			
LUCAS BOTELHO FRANCA PINTO	ON FILE			
LUIS ALLEN	ON FILE			
LUIS DURAN GOMEZ	ON FILE			
LYSANDER RODRIGUEZ	ON FILE			
MACHELLE BUSSEY	ON FILE			
MACKENZIE SMITH	ON FILE			
MAEVE LEVI	ON FILE			
MAGDALENE ELIZABETH KOREEN	ON FILE			

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NAME	ADDRESS	CITY	STATE	ZIP
MAHREEN SHAIKH	ON FILE			
MARCUS KERSKE	ON FILE			
MARIA ALMEIDA	ON FILE			
MARIA VIRGINIA KELLY	ON FILE			
MARIO TRAWICK	ON FILE			
MARK LASKEY	ON FILE			
MARK ROJAS	ON FILE			
MARK SAVARESE	ON FILE			
MARLENE MAHABIR	ON FILE			
MARTIN KEMP	ON FILE			
MARVIN ALFONSO JR MIRANDA	ON FILE			
MATT JACKSON	ON FILE			
MATT JOHNSON	ON FILE			
MATT KNIGHT	ON FILE			
MATT LIPKA	ON FILE			
MATT SJOTHUN	ON FILE			
MATTHEW BAJOREK	ON FILE			
MATTHEW COOKE	ON FILE			
MATTHEW J MADDEN	ON FILE			
MATTHEW MELTON	ON FILE			
MATTHEW MEONI	ON FILE			
MATTHEW O'CONNELL	ON FILE			
MAX MARCHIONDA	ON FILE			
MAXIMILIAN GRAENITZ	ON FILE			
MAXWELL HUGHES	ON FILE			
MELANIE KIMES	ON FILE			
MELISSA FOSS	ON FILE			
MELVIN EDWARDS	ON FILE			
MELVIN LOVEJOY	ON FILE			
MICAH ROEDIGER	ON FILE			
MICHAEL ALLEN KOCH	ON FILE			
MICHAEL BALDO	ON FILE			
MICHAEL BANTA	ON FILE			
MICHAEL BARNARD	ON FILE			
MICHAEL BASTOS	ON FILE			
MICHAEL BEARDSLEY	ON FILE			
MICHAEL BIAS	ON FILE			
MICHAEL BOCCIA	ON FILE			

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NAME	ADDRESS	CITY	STATE	ZIP
MICHAEL BOGUSLAW	ON FILE			
MICHAEL DAY	ON FILE			
MICHAEL DE LEON	ON FILE			
MICHAEL FERNANDEZ	ON FILE			
MICHAEL FLICK	ON FILE			
MICHAEL FRANCIS	ON FILE			
MICHAEL GIAMMANCO	ON FILE			
MICHAEL GIBBS	ON FILE			
MICHAEL GOMBRICH	ON FILE			
MICHAEL HOUSE	ON FILE			
MICHAEL KRUEGER	ON FILE			
MICHAEL LAPLACA	ON FILE			
MICHAEL LOHR	ON FILE			
MICHAEL MANUS	ON FILE			
MICHAEL MINER	ON FILE			
MICHAEL RHO	ON FILE			
MICHAEL ROWAN	ON FILE			
MICHAEL SMITH	ON FILE			
MICHAEL SNOW	ON FILE			
MICHAEL STEVENS	ON FILE			
MICHAELL ZIELINSKY	ON FILE			
MIHAIL SATCOV	ON FILE			
MIKE SOSZYNSKI	ON FILE			
MIKIE STEARNS	ON FILE			
MILEN STOYANOV	ON FILE			
MILES CLARKE	ON FILE			
MILOSZ MELLER	ON FILE			
MINDEN BARRILE	ON FILE			
MING ZHU	ON FILE			
MITCHELL BIGELOW	ON FILE			
MITCHELL C KERSHNER	ON FILE			
MITCHELL MOHR	ON FILE			
MITCHELL WAINWRIGHT	ON FILE			
MOHAMMAD SHAHADAT ULLAH	ON FILE			
MORDEHAY M DARWISH	ON FILE			
NARASIMHAN IYENGAR	ON FILE			
NATE ADAM BLUME	ON FILE			
NATHAN HINES	ON FILE			



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NAME	ADDRESS	CITY	STATE	ZIP
NATHANIEL FANARA	ON FILE			
NEAL STEARNS	ON FILE			
NESITA SMITH	ON FILE			
NICHADA DEBITETTO	ON FILE			
NICHOLAS CARLING	ON FILE			
NICHOLAS DOBLOSKY	ON FILE			
NICHOLAS LEE ERRITT	ON FILE			
NICHOLAS NARDOZA	ON FILE			
NICHOLAS NATAHO RASCH	ON FILE			
NICHOLAS SKINNER	ON FILE			
NICK KIRK	ON FILE			
NICK MODAWAR	ON FILE			
NIELS ASMUSSEN	ON FILE			
NIKITHA SANVELLI	ON FILE			
NNEOMA EMEKA	ON FILE			
NWAKAMA NWAFOR	ON FILE			
OGUZ PAMUK	ON FILE			
ORION VANKHAM	ON FILE			
OSCAR GUEVARA	ON FILE			
OSCAR TREVINO	ON FILE			
PATRICIA CARNAGO	ON FILE			
PATRICIA FAIRBROTHER	ON FILE			
PATRICIA HIBBERT	ON FILE			
PATRICIA NIU	ON FILE			
PATRICIA RAMIREZ	ON FILE			
PATRICIA VAUGHN	ON FILE			
PATRICK BROWN	ON FILE			
PATRICK CALEY	ON FILE			
PATRICK CULBERSON	ON FILE			
PATRICK TUNISON	ON FILE			
PAUL DOUGLAS	ON FILE			
PAUL HARAMIS	ON FILE			
PAUL HARRIS	ON FILE			
PAUL LEONIAK	ON FILE			
PAUL SCOLARDI	ON FILE			
PAULIUS VALAINIS	ON FILE			
PAULO ANTONIO SOARES RIBEIRO	ON FILE			
PEDRO FLOR PIMENTEL	ON FILE			

**Exhibit D**

Served via First-Class Mail

NAME	ADDRESS	CITY	STATE	ZIP
PERRY APPLEBEE	ON FILE			
PERRY FEINBERG	ON FILE			
PETAR SIBINKIC	ON FILE			
PETER ROKKOS	ON FILE			
PETER WROBEL	ON FILE			
PHAROHL CHARLES	ON FILE			
PHILLIP SHAFER	ON FILE			
PLANBASE INC	ON FILE			
PRESTON MADDOCK	ON FILE			
RACHAEL M GOLDMAN	ON FILE			
RANJITH REDDY SURAPU REDDY	ON FILE			
RATHANA SORN	ON FILE			
RIANA SUTJIADI GUNAWAN	ON FILE			
RICHARD BUCKHOY	ON FILE			
RICHARD MURRAY	ON FILE			
RICHARD RUBINO	ON FILE			
RICHARD THOMPSON	ON FILE			
RIDA KADA	ON FILE			
RILEY SEXTON	ON FILE			
ROB RADEKE	ON FILE			
ROBBIE HABEN	ON FILE			
ROBBIE LOTITO	ON FILE			
ROBERT CHANDLER	ON FILE			
ROBERT TURNER	ON FILE			
ROBERT WEART	ON FILE			
RODNEY GRA Y	ON FILE			
RON CORBETT	ON FILE			
RONALD ANDREWS	ON FILE			
RONALD HUGHES	ON FILE			
RYAN CORNU	ON FILE			
RYAN FROST	ON FILE			
RYAN GRADY	ON FILE			
RYAN MOYNIHAN	ON FILE			
SALVATORE LINZALONE	ON FILE			
SAMUEL KMETZ	ON FILE			
SAMUEL SIERACKI	ON FILE			
SARAH COOK	ON FILE			
SAVANNAH PIDCOCK	ON FILE			

**Exhibit D**

Served via First-Class Mail

NAME	ADDRESS	CITY	STATE	ZIP
SCOTT BOWMAN	ON FILE			
SCOTT LEONARD EVANS	ON FILE			
SCOTT MEYER	ON FILE			
SCOTT MOHR	ON FILE			
SEBASTIAN JOLLY	ON FILE			
SEMA BEKIROGLU	ON FILE			
SETH AGEMY	ON FILE			
SEUNG HONG	ON FILE			
SHADY NASSER	ON FILE			
SHANE THOMPSON	ON FILE			
SHAWN DUFFY	ON FILE			
SKYE BENGIS-COHEN	ON FILE			
SPENCER CARABALLO	ON FILE			
STEPHEN CLEARY	ON FILE			
STEVEN NORMANDY	ON FILE			
STEVEN SAURBIER	ON FILE			
STEVEN SCOTT	ON FILE			
STEVEN THIBOUTOT	ON FILE			
STEVEN ZEILER	ON FILE			
STUART NEWTON	ON FILE			
SUSAN HEROLD	ON FILE			
SUSAN KOZIEL	ON FILE			
SWAGATO ACHARJEE	ON FILE			
TAKOTA KESPERT	ON FILE			
TAMALA DURAN	ON FILE			
TAMARATAMARA BUCHAN	ON FILE			
TANMAY MITTAL	ON FILE			
TANVI GUPTA	ON FILE			
TARAKA SAI PAVAN GRANDHI	ON FILE			
TARUN LAJMI	ON FILE			
TATE PREUSSER	ON FILE			
TAYLOR ELIZABETH ELDER	ON FILE			
THOMAS CYRILIEN	ON FILE			
THOMAS SANTAMARIA	ON FILE			
TIFFANY CARPENTER	ON FILE			
TIM BRUCHEZ	ON FILE			
TIM SCULLY	ON FILE			
TIMM SZALKUSKI	ON FILE			

**Exhibit D**

Served via First-Class Mail

NAME	ADDRESS	CITY	STATE	ZIP
TIMOTHY CORTAZZO	ON FILE			
TIMOTHY JOHN HEILAND	ON FILE			
TIMOTHY LARSON	ON FILE			
TIMOTHY LEIGH-WOOD	ON FILE			
TODD RAY YARBROUGH	ON FILE			
TODD SALTER	ON FILE			
TODD VAN DYKE	ON FILE			
TOM DIPONIO	ON FILE			
TOM VIETH	ON FILE			
TONI HOOD	ON FILE			
TORREAN KELLMAN	ON FILE			
TREVOR DYKES	ON FILE			
TRIP GOING	ON FILE			
TRISHA MORO	ON FILE			
TY WEBB	ON FILE			
TYCE BRUURSEMA	ON FILE			
TYLER DOLLY	ON FILE			
TYLER GARCIA	ON FILE			
TYLER PITCHFORTH	ON FILE			
VALENTIN ZAKHAREVICH	ON FILE			
VICTORIA ANN LUTTRULL	ON FILE			
VIJAY KUMAR VANAM	ON FILE			
WATSON DANGERVIL	ON FILE			
WESLEY MOORE	ON FILE			
WESLEY POSPICHAL	ON FILE			
WILFREDO DELGADO JR	ON FILE			
WILLIAM JR OSTERHOLT	ON FILE			
WILLIAM WARKE	ON FILE			
WILLIAM WENK	ON FILE			
WILLIAM ZILE	ON FILE			
WILSON COKER	ON FILE			
WIND TALKER INNOVATIONS LTD.	3859 LAIRD BLVD	LAKELAND	FL	33811-1245
YUMENG BIAN	ON FILE			
ZACHARY GRAY	ON FILE			
ZACHARY KARTJE	ON FILE			
ZACHARY LYNN	ON FILE			
ZACHARY TROTMAN	ON FILE			
ZACHARY WICKHAM	ON FILE			

## **Exhibit E**



**Exhibit E**

Served via First-Class Mail

NAME	ADDRESS
ERIC RAYMOND	ON FILE
MONICA CUMMINGS	ON FILE
PAUL ROBBINS	ON FILE
RAHUL SHARMA	ON FILE

## **Exhibit F**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:

CELSIUS NETWORK LLC, *et al.*,<sup>1</sup>

Debtors.

---

)  
) Chapter 11  
)  
) Case No. 22-10964 (MG)  
)  
) (Jointly Administered)  
)

---

**NOTICE OF AUCTION FOR THE POTENTIAL  
SALE OF CERTAIN OF THE DEBTORS' ASSETS FREE AND  
CLEAR OF ANY AND ALL CLAIMS, INTERESTS, AND ENCUMBRANCES**

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**PLEASE TAKE NOTICE** that the above-captioned debtors and debtors in possession (collectively, the “Debtors”) are soliciting offers for the purchase of certain of the Debtors’ assets and assumption of certain liabilities of the Debtors consistent with the bidding procedures (the “Bidding Procedures”)<sup>2</sup> approved by the United States Bankruptcy Court for the Southern District of New York (the “Court”) by entry of an order on November 2, 2022 [Docket No. 1272] (the “Bidding Procedures Order”). **All interested bidders should carefully read the Bidding Procedures and Bidding Procedures Order.** To the extent that there are any inconsistencies between this notice and the Bidding Procedures or the Bidding Procedures Order, the Bidding Procedures or the Bidding Procedures Order, as applicable, shall govern in all respects.

**Copies of the Bidding Procedures Order or other documents related thereto are available upon request to Stretto, Inc. by calling (855) 423-1530 (Domestic) or (949) 669-5873 (International) or visiting the Debtors’ restructuring website at (<https://cases.stretto.com/celsius>).**

**PLEASE TAKE FURTHER NOTICE** that the Initial Bid Deadline is **November 21, 2022, at 4:00 p.m. (prevailing Eastern Time)**, and that any person or entity interested in purchasing some or all of the Retail Platform Assets must comply with the requirements set forth in the Bidding Procedures

**PLEASE TAKE FURTHER NOTICE** that the Final Bid Deadline for some or all of the Retail Platform Assets is **December 12, 2022 at 4:00 p.m. (prevailing Eastern Time)**, and that

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Celsius Network LLC (2148); Celsius KeyFi LLC (4414); Celsius Lending LLC (8417); Celsius Mining LLC (1387); Celsius Network Inc. (1219); Celsius Network Limited (8554); Celsius Networks Lending LLC (3390); and Celsius US Holding LLC (7956). The location of Debtor Celsius Network LLC’s principal place of business and the Debtors’ service address in these chapter 11 cases is 121 River Street, PH05, Hoboken, New Jersey 07030.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Bidding Procedures Order or the Bidding Procedures, as applicable.



any person or entity that wishes to participate in an Auction for the Retail Platform Assets must comply with the participation requirements, bid requirements, and other requirements set forth in the Bidding Procedures.

**PLEASE TAKE FURTHER NOTICE** that, the Debtors may conduct an Auction for the Retail Platform Assets, at which time they will consider proposals submitted to the Debtors and their professionals, by and pursuant to the Bidding Procedures as set forth in the Bidding Procedures Order, on **December 15, 2022 at 10:00 a.m. (prevailing Eastern Time)**, via remote video.

**PLEASE TAKE FURTHER NOTICE** that, the Debtors expect to seek approval of the Sale (if any) of some or all of the Retail Lending Assets at the Sale Hearing, which is presently scheduled to commence on **December 22, 2022 at 10:00 a.m. (prevailing Eastern Time)**, or as soon thereafter as counsel may be heard, before the Honorable Martin Glenn, United States Bankruptcy Court for the Southern District of New York.

**PLEASE TAKE FURTHER NOTICE** that the Final Bid Deadline for the Remaining Assets is **December 12, 2022 at 4:00 p.m. (prevailing Eastern Time)**, and that any person or entity that wishes to participate in an Auction must comply with the participation requirements, bid requirements, and other requirements set forth in the Bidding Procedures.

**PLEASE TAKE FURTHER NOTICE** that the Debtors may conduct an Auction for the Remaining Assets, at which time they will consider proposals submitted to the Debtors and their professionals, by and pursuant to the Bidding Procedures as set forth in the Bidding Procedures Order, on **December 15, 2022 at 10:00 a.m. (prevailing Eastern Time)**, via remote video or such other means.

**PLEASE TAKE FURTHER NOTICE** that the Debtors expect to seek approval of the Sale (if any) of the Remaining Assets at the Sale Hearing, which is presently scheduled to commence on **December 22, 2022 at 10:00 a.m. (prevailing Eastern Time)**, or as soon thereafter as counsel may be heard, before the Honorable Martin Glenn, United States Bankruptcy Court for the Southern District of New York

**PLEASE TAKE FURTHER NOTICE** that, except as otherwise set forth in the Bidding Procedures Order with respect to objections to proposed cure amounts or the assumption and assignment of Assigned Contracts, objections, if any, to a proposed Sale **must**: (a) be in writing; (b) conform to the applicable provisions of the Bankruptcy Rules and the Local Rules; (c) state with particularity the legal and factual basis for the objection and the specific grounds therefor; and (d) be filed with the Court by **December 19, 2022 at 4:00 p.m. (prevailing Eastern Time)**.

**CONSEQUENCES OF FAILING TO TIMELY MAKE AN OBJECTION**

**ANY PARTY OR ENTITY THAT FAILS TO TIMELY MAKE AN OBJECTION TO A SALE ON OR BEFORE THE SALE OBJECTION DEADLINE IN ACCORDANCE WITH THE BIDDING PROCEDURES ORDER SHALL BE FOREVER BARRED FROM ASSERTING ANY OBJECTION TO SUCH SALE, INCLUDING WITH RESPECT TO THE TRANSFER OF THE SELLING DEBTORS' ASSETS FREE AND CLEAR OF ALL LIENS, CLAIMS, ENCUMBRANCES, AND OTHER INTERESTS, EXCEPT AS SET FORTH IN THE APPLICABLE PURCHASE AGREEMENT(S).**

**NO SUCCESSOR OR TRANSFeree LIABILITY**

The Sale Order (if any) is expected to provide, among other things, that the Successful Bidder from the Sale will have no responsibility for, and the assets will be sold free and clear of, any successor liability, including the following:

To the greatest extent allowable by applicable law, the Successful Bidder shall not be deemed, as a result of any action taken in connection with the Stalking Horse Agreement (in the case where a Stalking Horse Bidder is the Successful Bidder) or a separate purchase agreement entered into with the Successful Bidder (if a Stalking Horse Bidder is not the Successful Bidder), the consummation of the Sale, or the transfer or operation of the assets, to (a) be a legal successor, or otherwise be deemed a successor to the Debtors (other than with respect to any obligations as an assignee under the Assigned Contracts arising after the Effective Date); (b) have, de facto or otherwise, merged with or into the Debtors; or (c) be an alter ego or mere continuation or substantial continuation of the Debtors, in the case of each of (a), (b), and (c), including, without limitation, within the meaning of any foreign, federal, state or local revenue law, pension law, the Employee Retirement Income Security Act, the Consolidated Omnibus Budget Reconciliation Act, the WARN Act (29 U.S.C. §§ 2101 et seq.), the Fair Labor Standard Act, Title VII of the Civil Rights Act of 1964 (as amended), the Age Discrimination and Employment Act of 1967 (as amended), the Federal Rehabilitation Act of 1973 (as amended), the National Labor Relations Act (29 U.S.C. § 151, et seq.), environmental liabilities, debts, claims or obligations, any liabilities, debts or obligations of or required to be paid by the Debtors for any taxes of any kind for any period, labor, employment, or other law, rule or regulation (including without limitation filing requirements under any such laws, rules or regulations), or under any products liability law or doctrine with respect to the Debtors' liability under such law, rule or regulation or doctrine. All rights of any party to set off any claims, debts or obligations owed by or to the Successful Bidder in connection with the assets shall be extinguished on the Effective Date pursuant to the Sale Order. Other than as expressly set forth in the Stalking Horse Agreement (or another Successful Bidder's purchase agreement, as applicable) with respect to Assumed Liabilities, the Successful Bidder shall not have any responsibility for (a) any liability or other obligation of the Debtors or related to the assets or (b) any claims (as such term is defined by section 101(5) of the Bankruptcy Code) against the Debtors or any of their predecessors or affiliates. To the greatest extent allowed by applicable law, the Successful Bidder shall have no liability whatsoever with respect to the Debtors' (or their predecessors' or affiliates') respective businesses or operations or any of the Debtors' (or their predecessors' or affiliates') obligations based, in whole or part, directly or indirectly, on any theory of successor or vicarious liability of any kind or character, or based upon any theory of antitrust, environmental, successor or transferee liability, de facto merger or substantial continuity, labor and employment or products liability, whether known or unknown as of the Effective Date, now existing or hereafter arising, asserted or unasserted, fixed or contingent, liquidated or unliquidated, including liabilities on account of any taxes arising, accruing or payable under, out of, in connection with, or in any way relating to the operation of the assets prior to the Effective Date. The Stalking Horse Bidder would not have entered into the Stalking Horse Agreement but for the foregoing protections against potential claims based upon "successor liability" theories.

**PLEASE TAKE FURTHER NOTICE** that the Debtors reserve the right, subject to the Bidding Procedures, in their reasonable business judgment and subject to the exercise of their fiduciary duties, to modify the Bidding Procedures and/or to terminate discussions with any Potential Bidders at any time, to the extent not materially inconsistent with the Bidding Procedures.

**PLEASE TAKE FURTHER NOTICE** that copies of the Bidding Procedures Motion, Bidding Procedures, and Bidding Procedures Order, as well as all related exhibits, are available: (a) free of charge upon request to Stretto, Inc. (the notice and claims agent retained in these chapter 11 cases) by (a) calling (855) 423-1530 (Domestic) or (949) 669-5873 (International); (b) visiting the Debtors' restructuring website at (<https://cases.stretto.com/Celsius>); or (c) for a fee via PACER by visiting (<https://www.deb.uscourts.gov/>).

*[Remainder of page intentionally left blank]*

New York, New York  
Dated: November 7, 2022

/s/ Joshua A. Sussberg

**KIRKLAND & ELLIS LLP**  
**KIRKLAND & ELLIS INTERNATIONAL LLP**

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- and -

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*Counsel to the Debtors and Debtors in Possession*